#### IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
FRANCHISE GROUP, INC., et al.,1	Case No. 24-12480 (LSS)
Debtors.	(Jointly Administered)

#### **AFFIDAVIT OF SERVICE**

I, Nelson Crespin, depose and say that I am employed by Kroll Restructuring Administration LLC ("Kroll"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

At my direction and under my supervision, employees of Kroll caused the following documents to be served by the date and method set forth on the Core/2002 Service List attached hereto as **Exhibit A**:

- Declaration of Howard Tucker [Docket No. 887]
- Joint Reply of the Debtors and Willkie Farr & Gallagher LLP in Support of Debtors' Application for Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Co-Counsel for the Debtors, *Nunc Pro Tunc* to the Petition Date [Docket No. 888]

<sup>&</sup>lt;sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

- Supplemental Declaration of Matthew A. Feldman in Further Support of Debtors'
  Application for Order Authorizing the Retention and Employment of Willkie Farr &
  Gallagher LLP as Co-Counsel for the Debtors, *Nunc Pro Tunc* to the Petition Date
  [Docket No. 889]
- Supplemental Declaration of David Orlofsky in Support of Debtors' Application for Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Co-Counsel for the Debtors, *Nunc Pro Tunc* to the Petition Date [Docket No. 890]
- Debtors' Omnibus Reply in Support of Debtors' Motion for an Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting; (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [Docket No. 891] (the "Omnibus Reply in Approving the Disclosure Statement Motion")
- Declaration of Betsy L. Feldman in Support of Debtors' Omnibus Reply in Support of Debtors' Motion for an Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [Docket No. 892] (the "Declaration of Betsy L. Feldman")
- Notice of Filing of Further Revised Proposed Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [Docket No. 893]
- Second Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [Docket No. 894]
- Disclosure Statement for the Second Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [Docket No. 895]
- Notice of Filing of Blacklines of Second Amended (I) Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors; and (II) Disclosure Statement for the Second Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [Docket No. 898]

On February 3, 2025, at my direction and under my supervision, employees of Kroll caused the Omnibus Reply in Approving the Disclosure Statement Motion and Declaration of Betsy L. Feldman to be served via First Class Mail on (ADRID: 29889925), Allied H.V.A.C., 158-2 Remington Blvd., Ronkonkoma, NY, 11779.

Dated: February 12, 2025

/s/ Nelson Crespin
Nelson Crespin

State of New York County of New York

Subscribed and sworn (or affirmed) to me on February 12, 2025, by Nelson Crespin, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

#### /s/ OLEG BITMAN

Notary Public, State of New York No. 01BI6339574 Qualified in New York County Commission Expires April 4, 2028

#### Exhibit A

DESCRIPTION	NAME	ADDRESS	EMAIL	DATE & METHOD OF SERVICE
		Attn: Marty L. Brimmage, Jr.		
		2300 N. Field Street		
Counsel to Michael J. Wartell as the Independent Director and sole member of		Suite 1800		
the Conflicts Committee of the Board of each of the Retaining Debtors	Akin Gump Strauss Hauer & Feld LLP	Dallas TX 75201	mbrimmage@akingump.com	February 4, 2025 by Email
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Continental Realty Corporation, Federal Realty OP LP, FR Grossmont, LLC,		11th Floor	roglenl@ballardspahr.com	
Prime/FRIT Mission Hills, LLC, and ShopOne Centers REIT, Inc.	Ballard Spahr LLP	Wilmington DE 19801	vesperm@ballardspahr.com	February 4, 2025 by Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC				
Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland		Attn: Kevin M. Newman		
Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty &		Barclay Damon Tower		
Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3,		125 East Jefferson Street		
Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Syracuse NY 13202	knewman@barclaydamon.com	February 4, 2025 by Email
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Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty &		545 Long Wharf Drive		
Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3,		Ninth Floor		
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Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty &		1270 Avenue of the Americas		
Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3,	Panelau Paneau II P	Suite 501	effete have the analysis de many and a	5-h
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LLC, Esan LLC, Fundamentals Company LLC, Muffrey LLC, Fundamentals Company	7	Attn: Ericka F. Johnson		
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In re: Franchise Group, Inc., et al. Case No. 24-12480 (LSS)

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Couriser to Oracle America, inc	Buchaiter, A Professional Corporation		schristianson@buchalter.com	February 4, 2025 by Email
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DDR Carolina Pavilion, LP, Sylvan Park Apartments, LLC	Burr & Forman LLP	Wilmington DE 19801	jfalgowski@burr.com	February 4, 2025 by Email
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		Attn: Erin P. Severini, Joy D. Kleisinger 3300 Great American Tower 301 East Fourth Street	eseverini@fbtlaw.com	

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Counsel to Harris County, Harris County Flood Control District, Harris County Port		Attn: Property Tax Division		
of Houston Authority, Harris County Hospital District, and Harris County		P.O. Box 2848		
Department of Education (hereinafter "Harris County")	Harris County Attorney's Office	Houston TX 77252	taxbankruptcy.cao@harriscountytx.gov	February 4, 2025 by Email
Department of Education (Hereinarter Train's County )	Trains county Attorney 3 office	Attn: Phillip W. Nelson	taxbanki aptey.eao@nairiseountytx.gov	Tebruary 4, 2023 by Email
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IDC Incolvency Costing	Internal Devenue Comice	P.O. Box 7346		Fahruary 2, 2025 hu Firet Class Mail
IRS Insolvency Section	Internal Revenue Service	Philadelphia PA 19101-7346		February 3, 2025 by First Class Mail
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	-	175 Greenwich Street		
Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc.,	Kallay Drya & Marran II D		jraviele@kelleydrye.com	Falaman A 2025 ha Frank
Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp.	Kelley Drye & Warren LLP	New York NY 10007	aselick@kelleydrye.com	February 4, 2025 by Email
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Dover LLC, Frontier Kissininiee LLC	Refrick bachert PSC	Bowling Green KY 42102-9547		February 3, 2025 by First Class Mail
Coursel to Brian Colo Marle Noble Torre Bhilinean and Lourence Boss and		Attn: J. Daniel Albert, Michael McCutcheon		
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Former Stockholders	Kessler Topac Meltzer & Check LLP	Radnor PA 19087	mmcutcheon@ktmc.com	February 4, 2025 by Email
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In re: Franchise Group, Inc., et al. Case No. 24-12480 (LSS)

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Beach Station LLC, Chapel Hill North Station LLC, Five Town Station LLC, Golden				
Station LLC, Hamilton Ridge Station LLC, Hampton Village Station LLC, Memorial				
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In re: Franchise Group, Inc., et al. Case No. 24-12480 (LSS)

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R. Addresse. Creage, 5. Damman, Andrew J. Minot. Done Bit Purger of the DIP Agent. Writingtot Trust, National Association, 49 Pepsition New York 27 (1004) New York 2			Attn: Gregg Bateman, Sagar Patel, Michael Danenberg, John	1.	
Course to the DPF Appet, Wilmingston Fust, National Association, 26 Project for Agrant and DP Agret    Course of R. Rosel III   New York NY 100014   Interest Fire S. Goldstein   Course of R. Rosel III   New York NY 100014   Interest Fire S. Goldstein   Course of R. Rosel III   New York NY 100014   Interest Fire S. Goldstein   Course of R. Rosel III   New York NY 100014   Interest Fire S. Goldstein   Course of R. Rosel III   New York NY 100014   Interest Fire S. Goldstein   Course of R. Rosel III   New York NY 100014   Interest Fire S. Goldstein   Course of R. Rosel III   New York NY 100014   Interest Fire S. Goldstein   Course of R. Rosel III   New York NY 100014   Interest Fire S. Goldstein   Course of R. Rosel III   New York NY 100014   Interest Fire S. Goldstein   Course of R. Rosel III   New York NY 100014   Interest Fire S. Goldstein   Course of R. Rosel III   New York NY 100014   Interest Fire S. Goldstein   Course of R. Rosel III   New York NY 100014   Interest Fire S. Goldstein   Course of R. Rosel III   New York NY 100014   Interest Fire S. Goldstein   Course of R. Rosel III   New York NY 100014   Interest Fire S. Goldstein   Course of R. Rosel III   Rose					
Sevent & Rissel LIP Rev York FV 10004 metottells-weiks com patients (Pagent and DIP Agent and DIP Agent (Pagent) and patients (Pagent) and pagent) and pag	Counsel to the DIP Agent, Wilmington Trust, National Association, as Prepetition				February 3, 2025 by First Class Mail and
Attr: drs. Soldstein epiclestein-goodwin com bankuptory-groud-incom Constitution Para bankuptory-groud-incom Constitution Para bankuptory-groud-incom bankuptory-groud-incom Constitution Para bankuptory-groud-incom Constitution Para bankuptory-groud-incom Entirelect Conscision State Constitution Para bankuptory-groud-incom Substitution Para bankuptory-groud-incom State Constitution Para bankuptory-groud-incom Para bankuptory-groud-incom State Constitution Para bankuptory-groud-incom State Constitution Para bankuptory-groud-incom Para bankuptory		Seward & Kissel LLP	•		
One Constitution Plaza DaveLopment, LC  Shipman & Coodwin LP  First Cod CT051015193  Attr. William F. McDooled III  JODG Vis Tronters you're 200  Attr. William F. McDooled III  JODG Vis Tronters you're 200  Attr. William F. McDooled III  JODG Vis Tronters you're 200  Attr. William F. McDooled III  Attr. Clara III  Att	The Lient Agent and Dir Agent	Servaria di Misser EE.			restauty ty 2020 sy 2111ati
Counsel to Sayville Plaza Development, LLC  Shipman & Goodwin LLD  Astro-Collection Sayville Plaza Development, LLC  Shipman & Goodwin LLD  Astro-Collection Stage Control Properties and its related entities  Shipman & Space Properties  Astro-Robinson Mills  Astro-Collection Stage Control Properties (Shipman Stage 20)  Astro-Collection Stage Control Properties (Shipman Stage 20)  Addition Try 2001  Addi					
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Attr. Bonald M. Tucker 275 West Workington Street 725 West Workington Street 726 West Workington Street 726 West Workington Street 727 West Workington Street 727 West Workington Street 727 West Workington Street 728 West Workington Street 728 West Workington Street 729 West Workington Street 729 West Workington Street 729 West Workington Street 729 West Workington Street 720 West Workington Stree	Counsel to ShonCore Properties and its related entities	ShonCore Properties	·	wmcdonald@shoncore.com	February 4, 2025 by Email
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